

**STATE OF SOUTH CAROLINA**  
**BEFORE THE PUBLIC SERVICE COMMISSION**

**Docket No. 2021-\_\_\_-C**

Application of Windstream Services, LLC )	
and Windstream Enterprise Holdings, LLC; )	
with Windstream KDL, LLC and )	<b>APPLICATION</b>
Windstream NuVox, LLC for )	
Approval of Internal Corporate )	
Reorganization and for Expedited )	
Declaratory Relief )	

Pursuant to S.C. Code Ann. §§ 58-9-280 and 58-9-310, *inter alia*, Windstream Services, LLC and Windstream Enterprise Holdings, LLC; with Windstream KDL, LLC and Windstream NuVox, LLC (collectively, the “Windstream Licensees” and, in conjunction with Windstream Services, LLC and Windstream Enterprise Holdings, LLC, the “Applicants”) submit this application (the “Application”) to respectfully request that the Public Service Commission of South Carolina (the “Commission”) authorize, to the extent required, certain *pro forma* intra-company changes described in more detail below (hereinafter, the “Transaction”). The Applicants are each direct and indirect subsidiaries of Windstream Holdings II, LLC (hereinafter, “Windstream”), and the Transaction described herein is being undertaken to realign the Windstream corporate structure to better align with its operating units. Applicants specifically request that the Commission do the following:

1. Approve this Application in connection with the Transaction.
2. In the alternative, declare that the Commission does not object to the Transaction.

Applicants further request that the Commission grant this Application expedited review and approval so that the Transaction may close as soon as possible, but no later than April 30,

2021.<sup>1</sup> In this case, the corporate realignment will not affect rates or service, will have no impact on the existing business or body of subscribing customers, and is being undertaken to enhance intra-company operations and efficiency. Accordingly, expedited review without hearing is appropriate.

## **I. The Parties**

Windstream through its subsidiaries offers bundled services, including broadband, security solutions, voice and digital TV to consumers, and further provides data, cloud solutions, unified communications and managed services to business and enterprise clients. Windstream subsidiaries Windstream Services, LLC and Windstream Enterprise Holdings, LLC are both Delaware limited liability companies, headquartered at 4001 North Rodney Parham Road, Little Rock, Arkansas 72212. Windstream Services, LLC and Windstream Enterprise Holdings, LLC, through their licensed subsidiaries, are leading providers of advanced network communications and technology solutions for consumers, small businesses, enterprise organizations and carrier partners across the U.S.

The Windstream Licensees hold the following authorizations to operate in South Carolina:

- Windstream KDL, LLC is authorized to provide local exchange and interexchange service pursuant to Commission authority in Docket No. 2008-16-C last reauthorized on September 16, 2015.

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<sup>1</sup> Waiver of hearing is allowed “when the proposed rate or tariff is a proposal to institute or modify an offering or regulation that is not part of a general rate case and does not affect the telephone utility's general body of subscribers.” S.C. Code Ann. § 58-9-520. “The Commission, for good cause shown, may allow changes in rates without requiring the thirty days' notice under such conditions as it may prescribe. . . .” S.C. Code Ann. § 58-9-530.

- Windstream NuVox, LLC is authorized to provide local exchange and interexchange service pursuant to Commission authority in Docket No. 1998-129-C last reauthorized on September 16, 2015.

## II. **Designated Contact**

The designated contact for questions concerning this Notice is:

Weston Adams, Esq.  
Nelson Mullins Riley & Scarborough  
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Attorneys for Windstream

**with copies to:**

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## III. **Description of the *Pro Forma* Intra-Company Transaction**

Windstream has determined that its business would be more efficient from a management, operations, regulatory, accounting, financial, and customer experience perspective by streamlining its organization as much as possible. The Transaction described below, which is the subject of this Application, is part of Windstream's streamlining efforts.

Windstream KDL, LLC and Windstream NuVox, LLC are both currently direct subsidiaries of Windstream Services, LLC. Windstream Services, LLC will contribute 100% of the membership interests it has in each company (namely, Windstream KDL, LLC and

Windstream NuVox, LLC) to its subsidiary Windstream Enterprise Holdings, LLC. (See **Exhibit A** hereto.)

Customers of the Windstream Licensees will continue to receive services from the Windstream Licensees under the same rates, terms and conditions of service as provided before the Transaction. Consequently, the Applicants submit that customer notice of the Transaction is not required.

#### **IV. Public Interest Analysis**

The Commission's approval of the Transaction described above is in the public interest. The Transaction will simplify Windstream's existing corporate structure and will reduce its reporting and accounting burdens thereby providing operational efficiencies that will allow Windstream to serve its customers in a more efficient and nimble fashion.

Additionally, because the Transaction will occur at the holding company level, there will be no change or impact to customers' rates, terms, or services as a result of the changes. Moreover, the changes will be transparent to customers.

Finally, all Windstream subsidiaries, including the Applicants, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the customer base. Organizational charts, showing the current corporate structure and the corporate structure after the proposed transaction, are attached hereto as **Exhibit A**.

#### **V. Requested Action**

Applicants respectfully ask the Commission to approve the Transaction, or in the alternative, that the Commission declare that it does not object to the Transaction. Applicants further request expedited consideration of this Application and waiver of hearing, all consistent

with the Commission's regulations, past precedent, and South Carolina statutes. Accordingly, the Applicants respectfully request that the Commission:

1. Grant expedited consideration, including waiver of a hearing, and approval;
2. Approve the Transaction as described in this Application; and
3. Order any additional relief afforded by the South Carolina Code of Laws and the South Carolina Code of Regulations that the Commission determines is appropriate or necessary.

Respectfully submitted,

NELSON MULLINS RILEY & SCARBOROUGH LLP

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February 4, 2021

**CERTIFICATION**

I, Carol Keith, state that I am Deputy General Counsel of Windstream Services, LLC, Windstream Enterprise Holdings, LLC and its applicant subsidiaries (the “Windstream Licensees”) and that I am authorized to make this Certification on behalf of the Windstream Licensees. I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements are proven to be willfully false that I am subject to possible punishment by contempt.<sup>2</sup>

/s/ Carol Keith  
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Carol Keith  
Deputy General Counsel

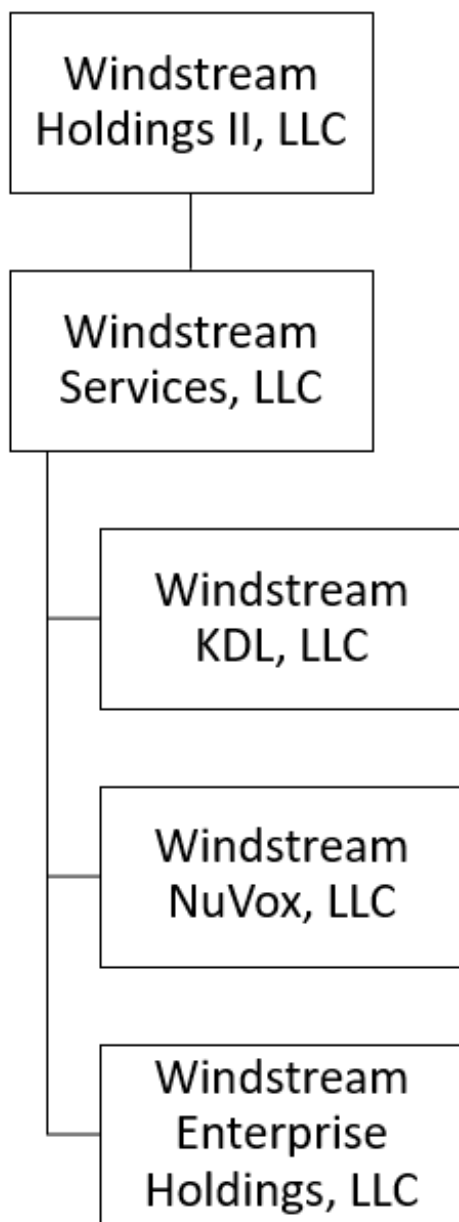
February 4, 2021

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<sup>2</sup> See South Carolina Sup. Ct. Order 2020-04-22-01, “Operation of the Trial Courts During the Coronavirus Emergency (As Amended December 16, 2020),” Section 16 (Certification in Lieu of Affidavit).

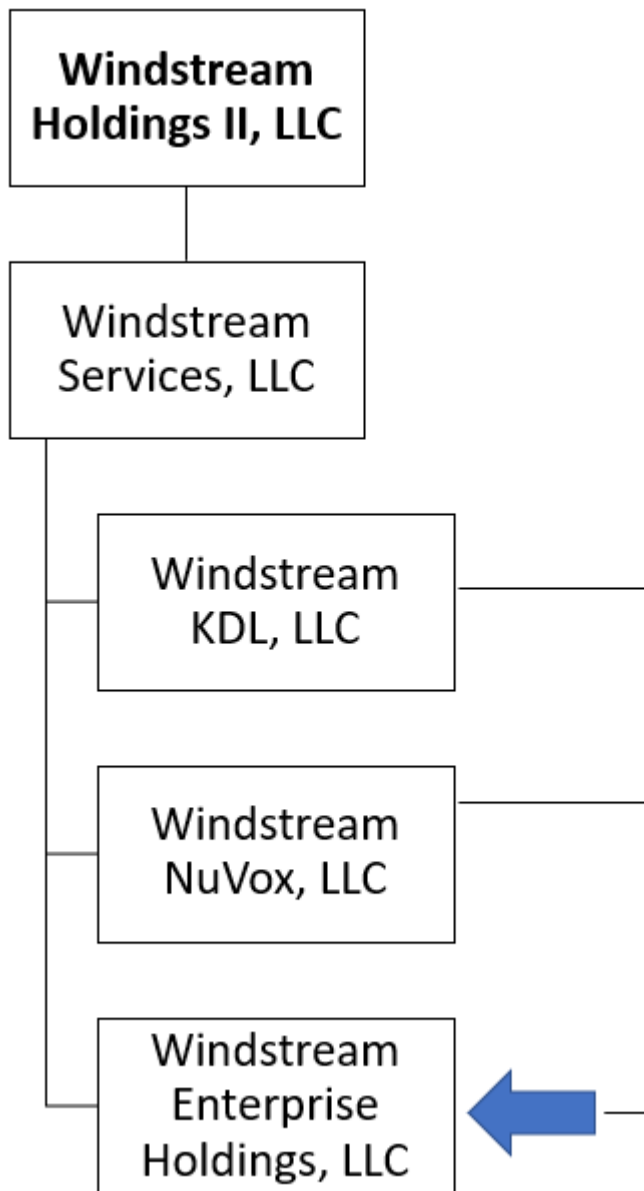
**EXHIBIT A**  
**Current and Proposed Organizational Charts**

## Current Corporate Organizational Chart

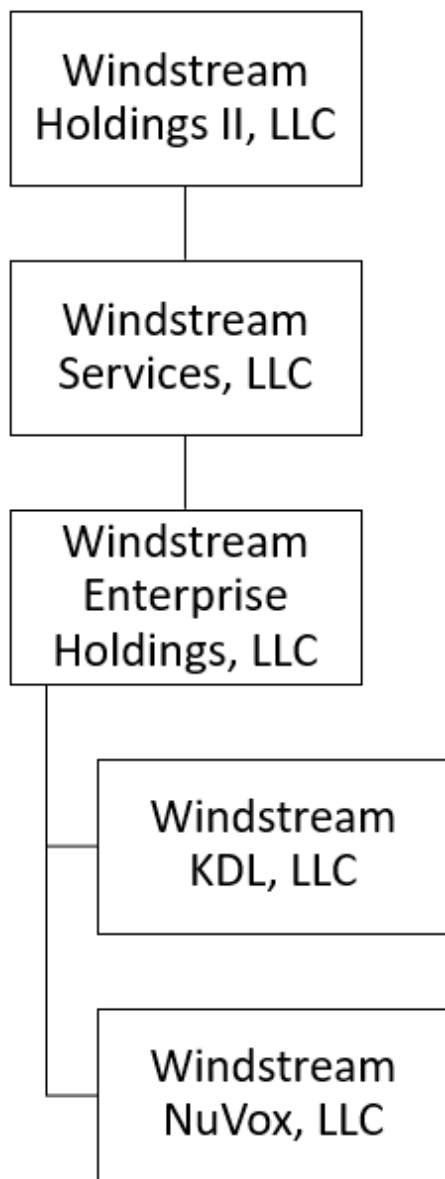




## Proposed Transaction Step



## Proposed New Corporate Organization



## CERTIFICATE OF SERVICE

I, Courtney E. Walsh, hereby certify that I have served the persons below a copy of the foregoing Application filed on behalf of the above-captioned applicants via electronic mail on this day, February 4, 2020.

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/s/ Weston Adams, III

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